

Michael McConnell  
 Texas Bar I.D. 13447300  
 michael.mcconnell@kellyhart.com  
 Nancy Ribaud  
 Texas Bar I.D. 24026066  
 nancy.ribaud@kellyhart.com  
 Katherine T. Hopkins  
 Texas Bar I.D. 24070737  
 katherine.hopkins@kellyhart.com  
 KELLY HART & HALLMAN LLP  
 201 Main Street, Suite 2500  
 Fort Worth, Texas 76102  
 Telephone: 817/332-2500  
 Telecopy: 817/878-9774

*Proposed Counsel for Debtors*

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE NORTHERN DISTRICT OF TEXAS  
 FORT WORTH DIVISION

IN RE:	§	
	§	
SOVRANO, LLC,	§	CASE NO. 19-40067-11
MR. GATTI'S, LP,	§	CASE NO. 19-40069-11
GATTI'S GREAT PIZZA, INC.,	§	CASE NO. 19-40070-11
GIGI'S CUPCAKES, LLC,	§	CASE NO. 19-40072-11
GIGI'S OPERATING, LLC,	§	CASE NO. 19-40073-11
GIGI'S OPERATING II, LLC, <sup>1</sup>	§	CASE NO. 19-40074-11
	§	
Debtors.	§	<b>(Joint Administration Requested)</b>
	§	
	§	<b>Emergency Hearing Requested</b>

**CHECKLIST PERTAINING TO MOTION TO USE CASH COLLATERAL**

Sovrano, LLC, Mr. Gatti's L.P., Gatti's Great Pizza, Inc., Gigi's Cupcakes, LLC and Gigi's Operating, LLC (each a "**Debtor**" and collectively, the "**Debtors**") hereby file this Checklist pertaining to the *Joint Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Use Cash Collateral of Equity Bank, (II) Granting Adequate Protection,*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sovrano, LLC (1470); Mr. Gatti's, LP (0879); Gatti's Great Pizza, Inc. (6061); Gigi's Cupcakes, LLC (8356); Gigi's Operating, LLC (0621); and Gigi's Operating II, LLC (8396).

(III) *Modifying the Automatic Stay*, and (IV) *Setting a Final Hearing* (the “Motion”) [Docket No. 6] filed in each of their respective bankruptcy cases:

**Certificate by Counsel**

This is to certify that the following checklist fully responds to the Court’s inquiry concerning material terms of the motion and/or proposed order:

**1. Identification of Proceeding:**

(a) Preliminary or final motion/order	<u>Preliminary</u>
(b) Continuing use of cash collateral (§ 363)	<u>Yes</u>
(c) New financing (§ 364)	<u>No</u>
(d) Combination of §§ 363 and 364 financing	<u>No</u>
(e) Emergency hearing (immediate and irreparable harm)	<u>Yes</u>

**2. Stipulations:**

(a) Brief history of debtor’s businesses and status of debtor’s prior relationships with lender.	<u>Various debtors have pre-petition secured loans with Equity Bank</u>
(b) Brief statement of purpose and necessity of financing:	<u>Cash Collateral needed for operations</u>
(c) Brief statement of type of financing (i.e.) accounts receivable, inventory)	<u>N/A</u>
(d) Are lender’s pre-petition security interest(s) and liens deemed valid, fully perfected and non-avoidable?	<u>Yes</u>
(i) Are there provisions to allow for objections to above?	<u>Yes within Challenge Period</u>
(e) Is there a post-petition financing agreement between lender and debtor?	<u>No</u>
(i) If so, is agreement attached?	<u>N/A</u>
(f) If there is an agreement, are lender’s post-petition security interests and liens deemed valid, fully perfected and non-avoidable?	<u>N/A</u>
(g) Is lender under secured or oversecured? (circle one)	<u>Unknown</u>
(h) Has lender’s non-cash collateral been appraised? Insert date of latest appraisal.	<u>No</u>
(i) Is debtor’s proposed budget attached?	<u>Yes</u>

- (j) Are all pre-petition loan documents identified? Yes
- (k) Are pre-petition liens on single or multiple assets? Multiple
- (l) Are there pre-petition guaranties of debt Yes
- (i) Limited or unlimited? Limited as to Gatti's;  
Unlimited as to Gigi's

### 3. Grant of Liens:

- (a) Do post-petition liens secure pre-petition debts? Yes
- (b) Is there cross-collateralization? Yes
- (c) Is the priority of post-petition liens equal to or higher than existing liens? Yes
- (d) Do post-petition liens have retroactive effect? No
- (e) Are there restrictions on granting further liens or liens of equal or higher priority? Yes
- (f) Is lender given liens on claims under §§ 506(c), 544-50 and §§ 522? No
- (i) Are lender's attorney's fees to be paid? Yes if bank is oversecured
- (ii) Are debtor's attorney's fees excepted from § 506(c)? Yes, partially
- (g) Is lender given liens upon proceeds of causes of action under §§ 544, 547, and 548? No

### 4. Administrative Priority Claims:

- (a) Is lender given an administrative priority? Yes
- (b) Is administrative priority higher than § 507(a)? Yes
- (c) Is there a conversion of pre-petition secured claim to post-petition administrative claim by virtue of use of existing collateral? No

### 5. Adequate Protection (§ 361):

- (a) Is there post-petition debt service? No
- (b) Is there a replacement/additional §361(1) lien? Yes
- (c) Is the lender's claim given super-priority? Yes
- (i) § 364(c) or (d))
- (d) Are there guaranties? Yes, prepetition
- (e) Is there adequate insurance coverage? Yes
- (f) Other? No

### 6. Waiver/Release Claims v. Lender:

- (a) Debtor waives or releases claims against lender, including, but not limited to, claims under §§ 506(c), 544-550, 552, and 553 of the Code? Yes
- (b) Does the debtor waive defenses to claim or liens of lender? Yes

**7. Source of Post-Petition Financing:**

- |  |            |
|--|------------|
| (a) Is the proposed lender also the pre-petition lender? | <u>N/A</u> |
| (b) New post-petition lender?                            | <u>N/A</u> |
| (c) Is the lender an insider?                            | <u>N/A</u> |

**8. Modification of Stay:**

- |   |                         |
|---|-------------------------|
| (a) Is any modified lift of stay allowed?   | <u>Yes, limited ¶19</u> |
| (b) Will the automatic stay be lifted to permit lender to exercise self-help upon default without further order?                        | <u>No</u>               |
| (c) Are there any other remedies exercisable without further order of court?  | <u>No</u>               |
| (d) Is there a provision that any future modification of order shall not affect status of debtor's post-petition obligations to lender? | <u>Yes</u>              |

**9. Creditors' Committee:**

- |  |            |
|--|------------|
| (a) Has creditors' committee been appointed?                 | <u>No</u>  |
| (b) Does creditors' committee approve of proposed financing? | <u>N/A</u> |

**10. Restrictions on Parties in Interest:**

- |  |            |
|--|------------|
| (a) Is a plan proponent restricted in any manner, concerning modification of lender's rights, liens and/or causes? | <u>Yes</u> |
| (b) Is the debtor prohibited from seeking to enjoin the lender in pursuit of rights?                               | <u>Yes</u> |
| (c) Is any party in interest prohibited from seeking to modify this order?   | <u>Yes</u> |
| (d) Is the entry of any order conditioned upon payment of debt to lender?  | <u>No</u>  |
| (e) Is the order binding on subsequent trustee on conversion?  | <u>Yes</u> |

**11. Nunc Pro Tunc:**

- |   |           |
|---|-----------|
| (a) Does any provision have retroactive effect? | <u>No</u> |
|---|-----------|

**12. Notice and Other Procedures:**

- |  |                     |
|--|---------------------|
| (a) Is shortened notice requested?         | <u>Yes</u>          |
| (b) Is notice requested to shortened list? | <u>Yes</u>          |
| (c) Is time to respond to be shortened?    | <u>Interim Only</u> |

(d) If final order sought, have 15 days elapsed since service of motion pursuant to Rule 4001(b)(2)?	<u>N/A</u>
(e) If preliminary order sought, is cash collateral necessary to avoid immediate and irreparable harm to the estate pending a final hearing?	<u>Yes</u>
(f) Is a Certificate of Conference included?	<u>No</u>
(g) Is a Certificate of Service included?	<u>Yes</u>
(h) Is there verification of transmittal to U.S. Trustee included pursuant to Rule 9034?	<u>Yes</u>
(i) Has an agreement been reached subsequent to filing motion?	<u>No</u>
(i) If so, has notice of the agreement been served pursuant to Rule 4001(d)(1)?	<u>N/A</u>
(ii) Is the agreement in settlement of motion pursuant to Rule 4001(d)(4)?	<u>N/A</u>
(iii) Does the motion afford reasonable notice of material provisions of agreement pursuant to Rule 4001(d)(4)?	<u>N/A</u>
(iv) Does the motion provide for opportunity for hearing pursuant to Rule 9014?	<u>Yes</u>

Respectfully submitted,

By: /s/ Michael A. McConnell  
Michael A. McConnell  
Texas Bar I.D. 13447300  
michael.mcconnell@kellyhart.com  
Nancy Ribaud  
Texas Bar I.D. 24026066  
nancy.ribaud@kellyhart.com  
Katherine T. Hopkins  
Texas Bar I.D. 24070737  
katherine.hopkins@kellyhart.com  
KELLY HART & HALLMAN LLP  
201 Main Street, Suite 2500  
Fort Worth, Texas 76102  
Telephone: 817/332-2500  
Telecopy: 817/878-9774

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2832678\_1